

**EXPLANATION OF TRANSACTION AND PUBLIC INTEREST STATEMENT**

As set forth in this FCC Form 608 application, SprintCom, Inc. (“Sprint”) and Clearwire Spectrum Holdings III, LLC, (“Clearwire”) both subsidiaries of T-Mobile US, Inc. (“T-Mobile”) licensee and lessee of 2.5 GHz licenses B075, B374, WMI916, WNC649 and WNC651 (“T-Mobile Licenses”) and Shenandoah Cable Television, LLC (“SCTV”), licensee and lessee of 2.5 GHz licenses WQPV227, WLX518, WLX519, WLX523, WLX524, WNC650 and WNC652 (“SCTV Licenses”) hereby seek Federal Communications Commission (“Commission”) consent to the long-term *de facto* leasing and subleasing arrangements described further below. The instant transaction will result in the exchange of *de facto* leasing rights for the above-referenced licenses to facilitate 5G deployments in the Harrisonburg and Charlottesville area in Virginia.

**Description of the Parties**

Sprint and Clearwire are wholly owned subsidiaries of T-Mobile USA, Inc. and, indirectly, T-Mobile US, Inc., (collectively “T-Mobile”) a U.S.-organized, publicly traded company and part of the family of companies that operate under the T-Mobile® brand names. Deutsche Telekom AG (“DT”), a publicly traded German company,<sup>1</sup> holds approximately a 46.8 percent interest in T-Mobile through its wholly owned subsidiary T-Mobile Global Zwischenholding GmbH. This subsidiary owns all of the equity and voting interests of T-Mobile Global Holding GmbH, which owns all of the equity and voting interests of Deutsche Telekom Holding B.V., which in turn holds the approximately 46.8 percent interest in T-Mobile. DT has *de facto* control over T-Mobile – and thus Applicants – as a result of proxy agreements that authorize DT to vote a majority of the stock of T-Mobile. As a result, DT is deemed to indirectly hold 100 percent of the ownership interests in Applicants.

Led by a management team with decades of collective experience in the telecommunications industry, T-Mobile, headquartered in Bellevue, Washington, offers nationwide wireless voice and data services to consumer and business customers and provides service to 108.7 million customers.<sup>2</sup> The Commission has repeatedly found that Sprint, Clearwire and its controlling companies have the requisite character and qualifications to hold Commission authorizations.<sup>3</sup> An FCC Form 602 providing current ownership information for

---

<sup>1</sup> Germany is a signatory to the World Trade Organization Basic Agreement on Telecommunications.

<sup>2</sup> See Press Release, T-Mobile Posts Record-High Customer Results, Adding 1.2 Million Postpaid Accounts and 5.5 Million Postpaid Customers in 2021, T-MOBILE (Jan. 6, 2022), <https://www.tmobile.com/news/business/t-mobile-preliminary-results-2021>; Christine Torralba, T-Mobile Shares Preliminary Results for 2021 Earnings, TMONEWS (Jan. 6, 2022), <https://www.tmonews.com/2022/01/tmobile-shares-preliminary-results-2021-earnings/>; Zack Equity Research, T-Mobile (TMUS) Witnesses Record Customer Additions in 2021, ENTREPRENEUR (Jan. 10, 2022), <https://www.entrepreneur.com/article/412304>.

<sup>3</sup> See *Applications of T-Mobile US, Inc. and Sprint Corporation for Consent to Transfer Control of License and Authorizations*, WT Docket No. 18-197, Memorandum Opinion and

T-Mobile is on file with the Commission.<sup>4</sup>

SCTV is wholly-owned by Shenandoah Telecommunications Company (“Shentel”). Shentel provides broadband and communications services (internet, video, voice) through its high speed, state-of-the-art cable, fiber optic and fixed wireless networks to customers in the Mid-Atlantic United States in rural portions of Pennsylvania, Maryland, Virginia, and West Virginia. SCTV is based in Edinburg, Virginia. An FCC Form 602 providing current ownership information of SCTV is on file with the Commission.<sup>5</sup>

Shentel was formerly the exclusive wireless communications affiliate of Sprint Corporation in primarily rural portions of Pennsylvania, Maryland, Virginia and West Virginia.<sup>6</sup> Following the merger of Sprint Corporation and T-Mobile in April 2020, Shentel and Sprint agreed to end their longstanding affiliate-relationship and separate their respective wireless networks.<sup>7</sup> The instant transaction will enable enhanced 5G capabilities for both Shentel and Sprint as each deploys its own wireless networks in Virginia.

---

Order, Declaratory Ruling, and Order of Proposed Modification, FCC 19-103 (rel. Nov. 5, 2019) (“Merger Approval Order”).

<sup>4</sup> See FCC File No. 0009897742. Based on prior guidance from the Wireless Telecommunications Bureau, the Form 602 filing for T-Mobile US satisfies the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission’s rules for its wholly-owned subsidiaries. See 47 C.F.R. §§ 1.919, 1.2112(a); see also *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, 14 FCC Rcd 8261, 8264-65 (WTB 1999) (“Form 602 FAQ’s”).

<sup>5</sup> See FCC File No. 0009224371.

<sup>6</sup> See *Applications of SprintCom, Inc., Shenandoah Personal Communications, LLC, and NTELOS Holdings Corp. for Consent To Assign Licenses and Spectrum Lease Authorizations and To Transfer Control of Spectrum Lease Authorizations and an International Section 214 Authorization*, Memorandum Opinion and Order, 31 FCC Rcd 3631 at ¶ 4-5 (2016).

<sup>7</sup> Shenandoah Telecommunications Company Completes Sale of its Wireless Assets and Operations to T-Mobile at <https://www.shentel.com/news/2021/july/shentel%20completes%20t-mobile%20sale>. See also *Applications of Shentel Communications, LLC, and T-Mobile USA, Inc. for Consent to Assign Licenses and International Section 214 Authority*, Wireless Telecommunications Bureau Consent Public Notice, DA/FCC DOC-373104 (rel. June 9, 2021) and International Bureau Public Notice, 36 FCC Rcd 9441 (rel. June 10, 2021).

### Transaction Description

T-Mobile and Shentel are currently parties to Long-Term *De Facto* Transfer Lease Agreements and Long-Term *De Facto* Transfer Subleasing Agreements (“Lease Agreements”), for the exchanged use of 2.5 GHz spectrum whereby each will operate wireless facilities on each other’s spectrum, subject to the Commission’s approval. Both T-Mobile and Shentel will continue to operate their own wireless networks in Charlottesville and Harrisonburg, Virginia areas, but with the instant leases in place, both T-Mobile and Shentel will have access to greater spectrum contiguity which will enable enhanced broadband capacity for each.

The transaction includes Broadband Radio Service (“BRS”) and Educational Broadband Service (“EBS”) license areas covering parts of seven Cellular Market Areas (“CMAs”)<sup>8</sup> including 20 counties and four independent cities in Virginia<sup>9</sup> and two counties in West Virginia.<sup>10</sup>

### Charlottesville

In the Charlottesville, Virginia area, Shentel will sublease four mid-band 2.5 GHz EBS licenses to T-Mobile (2574 – 2596 MHz)<sup>11</sup>, while T-Mobile will lease one 6 MHz (2496 – 2502 MHz) license to Shentel.<sup>12</sup> In combination with their existing holdings, this exchange provides Shentel 80 MHz of contiguous spectrum at the bottom of the 2.5 GHz band, while T-Mobile gains a 20 MHz block of contiguous spectrum.

---

<sup>8</sup> CMA059 (Richmond), CMA059 (Charlottesville), CMA686 (VA 6 – Highland), CMA687 (VA 7 – Buckingham), CMA690 (VA 10 - Frederick), CMA691 (VA 11- Madison), CMA704 (WV 4 - Grant). See Exhibit 2 (Spectrum Aggregation for T-Mobile) and Exhibit 3 (Spectrum Aggregation for Shentel).

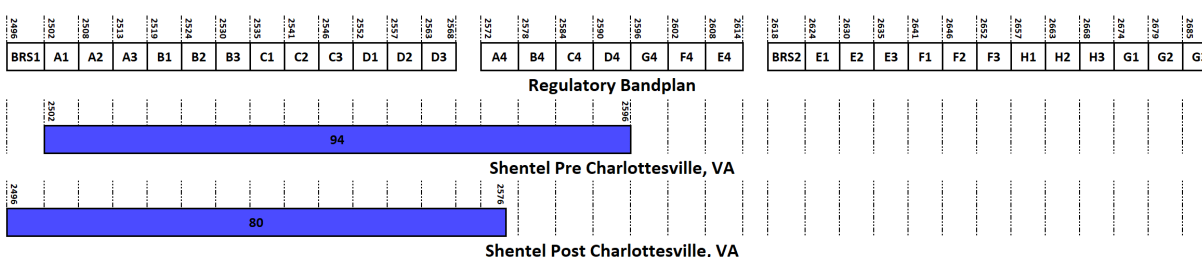
<sup>9</sup> Goochland County, Powhatan County, Amherst County, Albemarle County, Fluvanna County, Greene County, Charlottesville City, Augusta County, Highland County, Nelson County, Rockingham County, Harrisonburg City, Staunton City, Waynesboro City, Buckingham County, Cumberland County, Page County, Rappahannock County, Shenandoah County, Culpeper County, Louisa County, Madison County, Orange County and Spotsylvania County. See Exhibit 2 (Spectrum Aggregation for T-Mobile) and Exhibit 3 (Spectrum Aggregation for Shentel).

<sup>10</sup> Hardy County and Pendleton County. See Exhibit 2 (Spectrum Aggregation for T-Mobile) and Exhibit 3 (Spectrum Aggregation for Shentel).

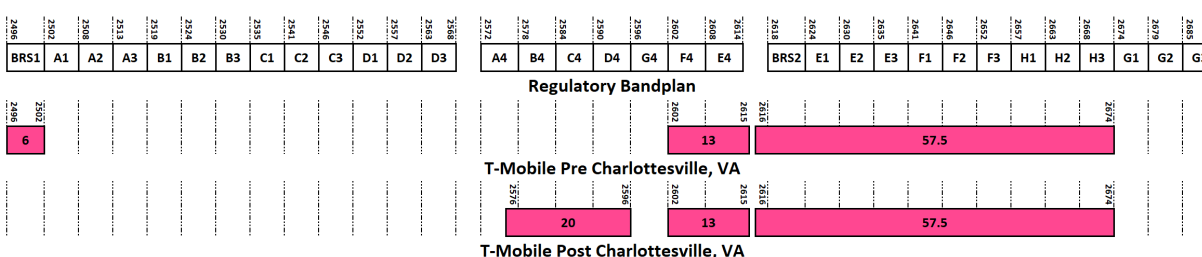
<sup>11</sup> WLX523 (2 MHz of the A4 channel (2576 – 2578 MHz), WLX519 (B4) (2578 – 2584 MHz), WLX518 (C4) (2584 – 2590 MHz) and WLX524 (D4) (2590 – 2596 MHz)

<sup>12</sup> B075 (2496 – 2502 MHz) is being leased to Shentel in the Charlottesville area.

The following is a pre-transaction and post-transaction depiction of the spectrum exchanges for Shentel in Charlottesville:



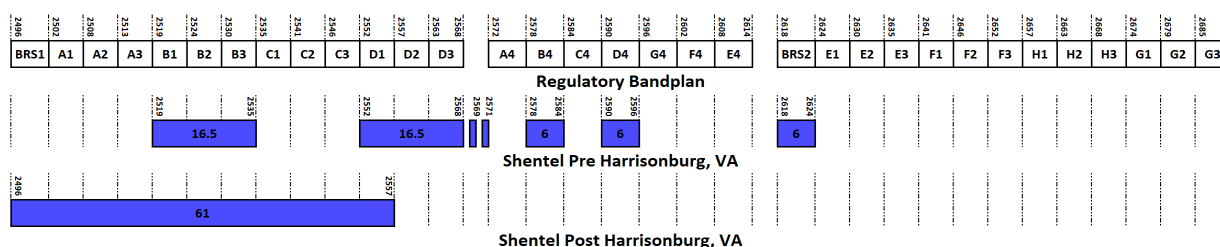
The following is a pre-transaction and post-transaction depiction of the spectrum exchanges for T-Mobile in Charlottesville:



## Harrisonburg

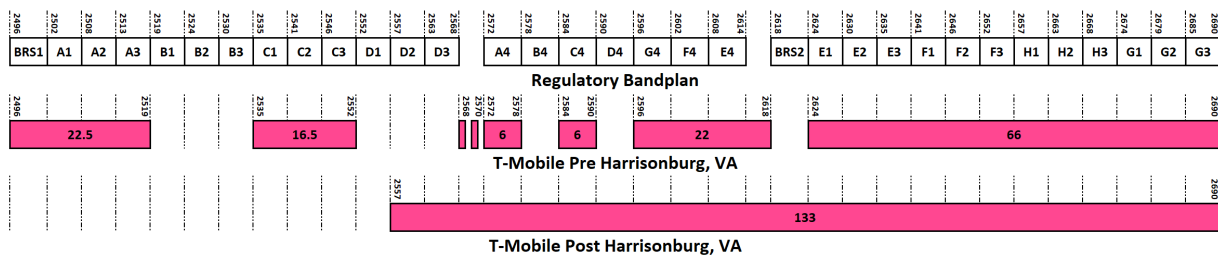
In the Harrisonburg, Virginia area, Shentel will lease one license and sublease two 2.5 GHz licenses to T-Mobile (totaling 29 MHz (plus 2 MHz of the associated J guard band channels))<sup>13</sup>, while T-Mobile will lease one license and sublease two licenses (totaling 39 MHz) to Shentel. In combination with their existing holdings, this exchange provides Shentel 60 MHz of contiguous spectrum at the bottom of the 2.5 GHz band, while T-Mobile creates a 133 MHz contiguous spectrum block for its 4G and 5G deployments.

The following is a pre-transaction and post-transaction depiction of the spectrum exchanges for Shentel in Harrisonburg:



<sup>13</sup> WNC650 (B4 (2578 – 2584 MHz)), WNC652 (D2, D3 and D4) (2557 – 2568, and 2590 – 2596 MHz)), and WQPV227 (BRS2 (2618 – 2624 MHz)).

The following is a pre-transaction and post-transaction depiction of the spectrum exchanges for T-Mobile in Harrisonburg:



### Summary of Spectrum/Channel Gains for both T-Mobile and Shentel

The following is a chart to summarize the channels and spectrum gained by both T-Mobile and Shentel on a county-by-county basis.

T-Mobile Gains

County	Additional Channels Gained	Channels Already Covered by Existing Licenses (Gain of Additional Area Only)	De Minimis Area Gained (not counted)	Total Additional Attributable Spectrum Gained
Albemarle	A4* B4 C4 D4		D23	20 MHz
Amherst			A4	0 MHz
Augusta		A4 B4 C4 D234		0 MHz
Buckingham	A4* C4	B4 D4		8 MHz
Culpeper		D4	A4 B4 C4	0 MHz
Cumberland	A4*	B4 C4 D4		2 MHz
Fluvanna	A4* B4 C4 D4			20 MHz
Goochland	A4*	B4 C4 D4		2 MHz
Greene	B4 D234	A4 C4		23 MHz
Highland			A4 B4 C4 D234	0 MHz
Louisa	A4*	B4 C4 D4		2 MHz
Madison	B4 D234	A4 C4		23 MHz
Nelson	A4* C4	B4 D234		8 MHz
Orange	A4* B4 C4	D4		14 MHz
Page	B4 D234 BRS2			29 MHz
Powhatan			A4	0 MHz
Rappahannock		B4 D234		0 MHz
Rockingham	B4 D234 BRS2	A4 C4		29 MHz

Shentel Gains

Additional Channels Gained	Channels Already Covered by Existing Licenses (Gain of Additional Area Only)	De Minimis Area Gained (not counted)	Total Additional Attributable Spectrum Gained
BRS1	A123 C123		0 MHz
			0 MHz
BRS1	A123 C123		0 MHz
BRS1			0 MHz
		BRS1 A123 C123	0 MHz
BRS1			0 MHz
BRS1			0 MHz
BRS1			0 MHz
	A123 C123	BRS1	0 MHz
BRS1 A123 C123			33 MHz
BRS1			0 MHz
BRS1	A123 C123		0 MHz
BRS1			0 MHz
BRS1			0 MHz
A123 C123			33 MHz
BRS1			0 MHz
BRS1 A123 C123			33 MHz
A123 C123			33 MHz

Shenandoah	D234	B4		17 MHz
Spotsylvania		D4	A4 B4 C4 D234	0 MHz
Charlottesville	A4* B4 C4 D4			20 MHz
Harrisonburg	B4 D234 BRS2			29 MHz
Staunton	B4 D234			23 MHz
Waynesboro	B4 D234	A4 C4		23 MHz
Hardy	D234 BRS2	B4		23 MHz
Pendleton	B4 D234 BRS2			29 MHz

BRS1 A123 C123			33 MHz
			0 MHz
BRS1			0 MHz
BRS1 A123 C123			33 MHz
BRS1 A123 C123			33 MHz
BRS1	A123 C123		0 MHz
A123 C123	BRS1		33 MHz
A123 C123	BRS1		33 MHz

\* = 2 MHz of the A4 Channel only

### Public Interest Statement

Approval of the instant *de facto* transfer leases and subleases is in the public interest because it will enable T-Mobile and Shentel to provide continued access to broadband coverage and enhanced data capacity using contiguous 2.5 GHz EBS spectrum bands in southern and rural Virginia as T-Mobile and Shentel continue upgrading and enhancing their respective 4G and 5G broadband networks. As such, grant of these lease applications will meet the Commission's goal of more efficient use of the spectrum and serve the public interest.

### Spectrum Aggregation/Competition Analysis

As outlined above, the instant transaction is an exchange of spectrum through the use of secondary market *de facto* leases to enable greater spectrum contiguity for both T-Mobile and Shentel. These spectrum exchanges will enable various combinations of 20 MHz, 40 MHz, and 80 MHz 5G deployments in southern and rural Virginia which would not be achievable without the instant exchanges due to the interleaved nature of the Parties existing spectrum holdings.

Pursuant to the spectrum exchanges, Shentel realizes a gain of 33 MHz in nine counties.<sup>14</sup> In each case, however, Shentel's attributable spectrum holdings remain well below the Commission's applicable spectrum screen.<sup>15</sup> In four of these nine counties, Shentel's holdings

<sup>14</sup> Highland County, Rockingham County, Harrisonburg County, Staunton County, Page County, Rappahannock County, Shenandoah County, Hardy County and Pendleton County. *See Exhibit 3* (Spectrum Aggregation for Shentel).

<sup>15</sup> With the completion of the C-Band 3.7 GHz Auction and the 3.45 GHz Auction, 380 MHz of additional mid-band spectrum has now also been added to the Commission's wireless spectrum screen. With a total amount of 1124 MHz subject to the screen, 375 MHz is the screen threshold for local market analysis.

rise from 45 to 78 MHz, while in the five remaining counties Shentel's spectrum holdings rise from 112.5 MHz to 145.5 MHz.<sup>16</sup> Because these figures are well below the Commission's applicable spectrum screen there is no need for any further Commission review.

Pursuant to the spectrum exchanges, T-Mobile realizes a spectrum gain in 19 counties, ranging between 2 and 29 MHz.<sup>17</sup> In none of these counties, however, does T-Mobile currently or newly exceed the Commission's 375 MHz spectrum screen threshold. Because the Commission recently and thoroughly considered T-Mobile's spectrum aggregation holdings in the Sprint Merger proceeding, even in those areas where T-Mobile exceeded the Commission's spectrum screen, there should be little need for further Commission's review.

Access to 2.5 GHz spectrum in these markets will promote the important objective of T-Mobile's expeditious deployment of its 5G network. As part of the Sprint Merger, T-Mobile has committed to build out a nationwide 5G network serving 97 percent of the U.S. population in three years and 99 percent in six years.<sup>18</sup> In rural areas, T-Mobile must have 5G coverage for 85 percent of the population in three years and then 90 percent in six years.<sup>19</sup> The Commission stressed the general benefits of 5G deployment: "Building leading 5G networks is of critical importance for our nation. . . . [T]he deployment of 5G networks 'holds the potential to bring enormous benefits to American consumers by delivering faster speeds and lower latency and by supporting the development of advanced applications like the Internet of Things, smart cities, and telehealth.'"<sup>20</sup> The Commission also recognized that "'America's appetite for wireless

---

<sup>16</sup> See Exhibit 3 (Spectrum Aggregation for Shentel). In the 18 counties where Shentel acquires access to the BRS1 channel (2496 – 2502 MHz), while it is technically a gain of spectrum, it is not a gain of *attributable* spectrum since BRS1 is not counted in the Commission's spectrum screen analysis. See Policies Regarding Mobile Spectrum Holdings, Report & Order, 29 FCC Rcd 6133 at ¶ 118 (2014) ("Mobile Spectrum Holdings Order"). Of note, because the instant transaction is not an assignment but a series of *de facto* transfer leases, both Shentel and T-Mobile retain all of their spectrum for attribution purposes even when the other Party will be utilizing the spectrum. In other words, for attribution purposes, the instant exchanges do not result in loss of any spectrum – only gains.

<sup>17</sup> Goochland County, Albemarle County, Fluvanna County, Greene County, Charlottesville County, Nelson County, Rockingham County, Harrisonburg County, Staunton County, Waynesboro County, Buckingham County, Cumberland County, Page County, Shenandoah County, Louisa County, Madison County, Orange County, Hardy County and Pendleton County. See Exhibit 2 (Spectrum Aggregation for T-Mobile). In the other seven counties, T-Mobile already has access to the 2.5 GHz spectrum through its existing leasing arrangements (resulting in no additional spectrum aggregation) or the geographical gains are *de minimis* and not counted.

<sup>18</sup> See Merger Approval Order, ¶ 26.

<sup>19</sup> *Id.* ¶ 27.

broadband service is surging’ and ‘[e]nabling next generation wireless networks and closing the digital divide will require efficient utilization of the low-, mid-, and high-bands.’”<sup>21</sup>

In approving the Sprint Merger, the Commission specifically found that:

“[c]ompared to the capabilities of the standalone companies as reflected in their internal plans, the transaction will significantly increase the quality and geographic reach of their wireless networks for the foreseeable future. . . . In an economy increasingly dependent upon access to broadband services for innovation in a wide variety of sectors and services, these network deployment synergies will yield significant public interest benefits. . . . The network benefits of the transaction are particularly important for the nation’s underserved rural areas. . . . By bringing new connectivity and competition to underserved rural areas, the transaction will help to ensure that 5G will close the digital divide.”<sup>22</sup>

Although the Sprint Merger resulted in T-Mobile being attributed spectrum in excess of the screen in a number of CMAs, the Commission noted that “the combination of spectrum and other resources brought together as a result of the proposed transaction would give T-Mobile the capability to deploy a highly robust nationwide 5G network” and added that “the benefits depend to a significant extent on the extensive deployment of 2.5 GHz spectrum” and that the “transaction will therefore significantly increase the overall utilization of the 2.5 GHz spectrum.”<sup>23</sup> The Commission has stated that “[m]id-band spectrum [*i.e.*, 1 GHz to 6 GHz<sup>24</sup>] is well-suited for next generation wireless broadband services due to the combination of favorable propagation characteristics (compared to high bands) and the opportunity for additional channel re-use (as compared to low bands).”<sup>25</sup> It has also recognized “the complementarity of low-band

---

<sup>20</sup> *Id.* ¶ 3, citing *Updating the Commission’s Rule for Over-the-Air Reception Devices*, Notice of Proposed Rulemaking, 34 FCC Rcd 2695, ¶ 1 (2019).

<sup>21</sup> *Id.* ¶ 97, citing *Expanding Flexible Use of the 3.7 to 4.2 GHz Band; Expanding Flexible Use in Mid-Band Spectrum Between 3.7 and 24 GHz; Petition for Rulemaking to Amend and Modernize Parts 25 and 101 of the Commission’s Rules to Authorize and Facilitate the Deployment of Licensed Point-to-Multipoint Fixed Wireless Broadband Service in the 3.7-4.2 GHz Band; Fixed Wireless Communications Coalition, Inc., Request for Modified Coordination Procedures in Band Shared Between the Fixed Service and the Fixed Satellite Service*, GN Docket No. 18-122, GN Docket No. 17-183 (Terminated), RM 11791, RM-11778, Order and Notice of Proposed Rulemaking, 33 FCC Rcd 6915, 6917, ¶¶ 3-4 (2018) (“3.7-4.2 Order and NPRM”).

<sup>22</sup> *Id.* ¶¶ 5-7.

<sup>23</sup> *Id.* ¶¶ 97-98.

<sup>24</sup> *Id.* ¶ 28.

<sup>25</sup> *Id.* ¶ 237, citing *3.7-4.2 Order and NPRM*, 33 FCC Rcd at 6917-18, ¶ 5.



and mid-band spectrum particularly for data services. By adding 2.5 GHz mid-band spectrum to a cell site, that spectrum can be used to serve the demand close to the cell site, leaving more capacity on the low-band 600 MHz spectrum free for use by those further from the cell site.”<sup>26</sup>

All of the foregoing analysis is particularly relevant here, as T-Mobile seeks access to Shentel’s 2.5 GHz spectrum to enhance its 2.5 GHz operations in the EBS portion of the 2.5 GHz band, including multiple counties that are defined as rural.<sup>27</sup> These 14 counties will be part of the rural buildout that T-Mobile has committed to. In each of the counties, access to this 2.5 GHz spectrum will fill in coverage gaps at 2.5 GHz, enable a more contiguous 2.5 GHz footprint, and provide additional data capacity for customers.

Similarly for Shentel, access to T-Mobile’s 2.5 GHz spectrum will enhance its 2.5 GHz operations in Charlottesville and Harrisonburg, enabling a robust 4G and 5G deployment in the same rural areas. In each area, access to the 2.5 GHz spectrum will fill in coverage gaps at 2.5 GHz, enable a more contiguous footprint and provide additional data capacity for customers.

The only spectrum covered by this application is above 1 GHz, so the screen for below-1-GHz spectrum is not implicated for either Shentel or T-Mobile.<sup>28</sup> In addition, there are other carriers serving the markets in which T-Mobile and Shentel will be leasing the spectrum (*see Exhibit 4* hereto), which ensures that a high degree of competition will continue to exist. Further, in none of the seven markets involved in these applications will any nationwide carrier be removed from the market. For all of these reasons, T-Mobile and Shentel believe that the instant transaction does not trigger the need for additional competitive review.

### **T-Mobile US Foreign Ownership Disclosure**

As noted above, Sprint and Clearwire are wholly-owned indirect subsidiaries of T-Mobile USA. T-Mobile USA in turn is a wholly owned direct subsidiary of T-Mobile US, a U.S.-organized entity. DT, a publicly-traded German corporation, holds approximately a 46.8 percent interest in T-Mobile US and, indirectly in T-Mobile USA through the intermediate

---

<sup>26</sup> *Id.* ¶ 238. The Commission also described the benefits of the combination of low-band and mid-band spectrum to deliver improved, broader services in rural areas, *Id.*, and recognized “that New T-Mobile’s network will have sufficient excess capacity to offer a new in-home broadband service to millions of homes, including underserved homes in rural areas . . . ,” *Id.* ¶ 282.

<sup>27</sup> Nine counties in this transaction are defined as wholly rural and five counties as partially rural. *See* List of Rural Counties And Designated Eligible Census Tracts in Metropolitan, Office of Rural Health Policy, <https://www.hrsa.gov/sites/default/files/hrsa/ruralhealth/resources/forhpeligibleareas.pdf> (last visited on December 14, 2021).

<sup>28</sup> T-Mobile’s attributable holdings of below-1 GHz spectrum both pre- and post-transaction remain unchanged and is between 56 MHz and 66 MHz. *See Exhibit 2* (Spectrum Aggregation for T-Mobile). Shentel has no below-1 GHz spectrum. *See Exhibit 3* (Spectrum Aggregation for Shentel).

companies described above. DT has de facto control of T-Mobile US – and thus Assignee – as a result of a proxy agreement which authorizes DT to vote a majority of the stock of T-Mobile US.

By order released November 5, 2019, the Commission granted, subject to certain conditions, T-Mobile US's Petition for Declaratory Ruling under Section 310(b)(4) of the Communications Act on behalf of its current and future licensee and lessee subsidiaries that it would not serve the public interest to prohibit indirect foreign ownership by DT and its subsidiaries of T-Mobile US and its subsidiaries of up to 100 percent and authority for up to 49.99 percent ownership by certain other foreign minority interest holders.<sup>29</sup> T-Mobile US's petition was filed in connection with the Sprint Merger. That ruling specifically permitted the direct and/or indirect foreign equity and voting interests which the Commission found would be held in T-Mobile US upon closing of the Sprint Merger and also specifically permitted: (i) the foreign entities with a controlling interest in T-Mobile US (*i.e.*, DT Holding B.V., T-Mobile Holding, T-Mobile Global and DT) to increase the aggregate level of their controlling ownership interests in the reorganized T-Mobile US, at some future time, up to any amount, including 100 percent of T-Mobile US's equity and voting interests.<sup>30</sup> That declaratory ruling, in accordance with Section 1.5001(c)(1) of the rules, specifically listed as covered by such ruling Lessee (among other licensee subsidiaries of T-Mobile USA) and the type of wireless service license that is the subject of the instant transaction. The foreign ownership in the licensees as approved has not materially changed since November 5, 2019 and will not be affected by the instant transaction.

### **Conclusion**

T-Mobile and Shentel respectfully submits that the proposed transaction will advance the public interest by enhancing both Parties abilities to continue to expand their array of commercial wireless mobile services in southern Virginia. Therefore, for the reasons set forth above, T-Mobile and Shentel respectfully submits that Commission approval of the requested leases and subleases will serve the public interest.

---

<sup>29</sup> See IBFS File No. ISP-PDR-20180618-00002 (filed June 18, 2018); granted by Merger Approval Order, ¶¶ 361-63.

<sup>30</sup> *Id.*